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**MERGER OR SHARE EXCHANGE
TRAININGWHEEL, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	583.75

115.00
80.00

D. BRUCE

OCT 25 2012

EXAMINER

APPROVED
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12 OCT 24 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following limited liability companies in accordance with section 606.4362, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Preceptor Consulting Corporation, Limited Liability Company	Alabama	Limited Liability Company
Preceptor Solutions, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TrainingWheel, LLC	Florida	Limited Liability Company

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 606, Florida Statutes.

FOURTH: The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved by each limited liability company that is a party to the merger in accordance with the applicable laws of the state of Alabama under which such limited liability company was organized.

FIFTH: The merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.

Preceptor Consulting Corporation, Limited Liability Company
Preceptor Solutions, LLC
TrainingWheel, LLC

By: 

Kevin Shawn Smith, Member

FAX AUDIT NO.: H12000256381 3

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TALLAHASSEE, FLORIDA

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Exhibit A**AGREEMENT AND PLAN OF MERGER**

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Preceptor Consulting Corporation, Limited Liability Company	Alabama	Limited Liability Company
Preceptor Solutions, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TrainingWheel, LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

1. **Merger.** In accordance with the provisions of the Alabama Limited Liability Company Act and the Florida Limited Liability Company Act, Preceptor Consulting Corporation, Limited Liability Company and Preceptor Solutions, LLC (collectively, the "Preceptor Entities" or the "merging party"), shall merge with and into TrainingWheel, LLC (the "Company") (the "Merger"), the separate existence of the Preceptor Entities shall cease, and the Company shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity"). The Merger has been consented to by the Members of the Surviving Entity and all the Members of the merging party.

2. **Effective Date.** The Merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Alabama Limited Liability Company Act and the Florida Limited Liability Company Act.

4. **Surviving Members.** The Members of the Surviving Entity as of the Effective Date shall remain the Members of the Surviving Entity following the Effective Date.

FOURTH:

A. The manner and basis of converting the interests, obligations or other securities of the merging party into the interests, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:

FAX AUDIT NO.: H12000256391 3

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FAX AUDIT NO.: H12000256381 3

Immediately prior to the Effective Date, one hundred percent (100%) of the outstanding membership interests of the merging party are owned by the same persons that own one hundred percent (100%) of the outstanding membership interests of the Surviving Entity. Upon the Effective Date, each membership interest in the merging party then outstanding shall be cancelled. Each membership interest of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership interest following the Merger.

B. The manner and basis of converting the rights to acquire the interests, obligations or other securities of the merging party into the rights to acquire the interests, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:

There are no authorized or outstanding rights to acquire interests, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, obligations or other securities of the merging party into rights to acquire interests, obligations or other securities of the surviving party, in whole or in part, into cash or other property.

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